

Jeffrey N. Pomerantz, Esq. (CA Bar No. 143717)  
Jeffrey L. Kandel (CA Bar No. 115832)  
PACHULSKI STANG ZIEHL & JONES LLP  
10100 Santa Monica Boulevard, 13th Floor  
Los Angeles, CA 90067  
Telephone: 310-277-6910 / Facsimile: 310-201-0760  
E-mail: jpomerantz@pszjlaw.com; jkandel@pszjlaw.com

James W. Walker (admitted *pro hac vice*)  
Cameron A. Welch (admitted *pro hac vice*)  
Eric S. Latzer (admitted *pro hac vice*)  
COLE SCHOTZ P.C.  
901 Main Street, Suite 4120  
Dallas, TX 75202  
Telephone: 469-557-9390 / Facsimile: 469-533-0361  
E-mail: jwalker@coleschotz.com; cwelch@coleschotz.com; elatzer@coleschotz.com

Attorneys for Plaintiff, The  
Wimbledon Fund, SPC (Class TT)

**UNITED STATES DISTRICT COURT**  
**CENTRAL DISTRICT OF CALIFORNIA**  
**WESTERN DIVISION**

THE WIMBLEDON FUND, SPC (CLASS  
TT),

Plaintiff,

vs.

GRAYBOX, LLC; INTEGRATED  
ADMINISTRATION; EUGENE SCHER,  
AS TRUSTEE OF BERGSTEIN TRUST;  
CASCADE TECHNOLOGIES CORP., and  
THE LAW OFFICES OF HENRY N.  
JANNOL,

Defendants.

THE WIMBLEDON FUND, SPC (CLASS  
TT),

Plaintiff,

vs.

DAVID BERGSTEIN; JEROME  
SWARTZ; AARON GRUNFELD; and  
KIARASH JAM.,

Defendants.

C.D. Cal. Consolidated Case No. 2:15-  
cv-6633-CAS-AJWx

**DECLARATION OF JAMES W.  
WALKER IN SUPPORT OF  
PLAINTIFF'S MOTION FOR  
SUMMARY JUDGMENT**

Hearing:

Date: May 13, 2019

Time: 10:00 a.m.

Location: Courtroom 8D

Judge: The Honorable

Christina A. Snyder

Trial date: June 25, 2019

**DECLARATION OF JAMES W. WALKER**

I, James W. Walker, declare and state as follows:

1. I am an attorney-at-law of the State of Texas. This Court granted my *pro hac vice* application in the instant case. I am a member of the Cole Schotz P.C. law firm, and lead counsel for Plaintiff The Wimbledon Fund, SPC (Class TT) (the “Fund”) in this consolidated lawsuit.

2. I have personal knowledge of the matters set forth in this Declaration. If called as a witness, I could and would competently testify as to those matters.

3. I make this Declaration in support of the Fund’s motion for summary judgment against defendants Kiarash Jam (“Jam”) and Integrated Administration (“IA”).

4. Attached hereto as Exhibit A is a true and correct copy of a November 9, 2011 email from Frymi Biedak (“Biedak”) to mkatz@vecorpservices.com and sonali@vcorpservices.com, with copies to David Bergstein (“Bergstein”), Jam, and Jeffrey Solomon (“Solomon”). The email includes various attachments concerning Swartz IP Services Group Inc. a/k/a Advisory IP Services Inc. (“SIP”), including its Certificate of Formation. The email and attachments, which are bates numbered 498-519,<sup>1</sup> were produced by Jam in discovery and introduced to him at his deposition.

5. Attached hereto as Exhibit B is a true and correct copy of a chart evidencing various entities that Jam and/or Bergstein formed in late 2010 and 2011. The document, which is bates numbered 1207-1208, was produced by Jam in discovery and introduced to him at his deposition.

6. Attached hereto as Exhibit C is a true and correct copy of the March 26, 2019 Transcript of the Deposition of Majid Zarrinkelk (“Zarrinkelk”).

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<sup>1</sup> The bates numbers for the documents Jam produced in discovery use the prefix JAM\_TT. The bates numbers for the documents IA produced in discovery use the prefix IA\_TT. The bates numbers for the documents the Fund produced in discovery use the prefix WF. The bates numbers for the documents Bergstein produced in discovery use the prefix BERG.

1           7. Attached hereto as Exhibit D is a true and correct copy of the Note  
2 Purchase Agreement (the "NPA") entered into between SIP and the Fund on or about  
3 November 14, 2011. The NPA was authenticated by the Fund's director, Vincent  
4 King. [Doc. No. 16-7].

5           8. Attached hereto as Exhibit E is a true and correct copy of a November  
6 15, 2011 email from Jam to Bergstein. The email includes various attachments  
7 concerning SIP, including references notes (the "SIP Notes") which the Fund  
8 ostensibly had the right to purchase pursuant to the NPA. The email and attachments,  
9 which are bates numbered 250-280, were produced by Jam in discovery and  
10 introduced to him at his deposition.

11           9. Attached hereto as Exhibit F is a true and correct copy of Jam's May 16,  
12 2016 Supplemental Responses to Plaintiff's First Set of Combined Written Discovery.  
13 These responses were introduced to Jam at his deposition.

14           10. Attached hereto as Exhibit G is a true and correct copy of Jam's June 22,  
15 2013 Affidavit in Support of SIP's Opposition to Motion for Default Judgment. The  
16 affidavit, which is bates numbered 1459-1460, was produced by Jam in discovery and  
17 introduced to him at his deposition.

18           11. Attached hereto as Exhibit H is a true and correct copy of various emails  
19 exchanged between/among Biedak, Jam, Bergstein, Solomon, and  
20 jswoodwardcpa@aol.com on November 8, 2011 and November 9, 2011. The emails,  
21 which are bates numbered 45, were produced by Jam in discovery and introduced to  
22 Biedak at her deposition.

23           12. Attached hereto as Exhibit I is a true and correct copy of a document  
24 entitled "Summary of Entities." The document, which is bates numbered 532-535,  
25 was produced by Jam in discovery and introduced to him at his deposition.

26           13. Attached hereto as Exhibit J is a true and correct copy of the March 27,  
27 2019 Transcript of the Deposition of Jam in his individual capacity.  
28

1           14. None of the defendants in this action, including Jam and IA, produced  
2 documents evidencing that SIP observed any corporate formalities, formed a  
3 management committee, took a vote on any issue, held board of director meetings, or  
4 took any meeting minutes.

5           15. Attached hereto as Exhibit K are true and correct copies of excerpts from  
6 the February 15, 2018 Transcript of the proceedings in *U.S. v. Bergstein* in the United  
7 States District Court for the Southern District of New York, Case No. 16 Cr. 746  
8 (PKC) (“Bergstein’s criminal trial”). The excerpts, which are bates numbered 18037,  
9 18139, 18156-18157, and 18159, were accessed through the Public Access to Court  
10 Electronic Records (“PACER”) and produced by the Fund in discovery.

11           16. Attached hereto as Exhibit L is a true and correct copy of the March 28,  
12 2019 Transcript of the Deposition of Jam in his capacity as IA’s corporate  
13 representative.

14           17. Attached hereto as Exhibit M is a true and correct copy of the July 22,  
15 2011 Texas Notice of Delinquent Franchise Tax sent to SIP. The document, which is  
16 bates numbered 1169, was produced by Jam in discovery and introduced to him at his  
17 deposition.

18           18. Attached hereto as Exhibit N is a true and correct copy of a February 20,  
19 2018 Certification of Lack of Record for SIP. The document was produced by Jam in  
20 discovery, designated by the Government as an exhibit at Bergstein’s criminal trial,  
21 and introduced to Zarrinkelk at his deposition.

22           19. Attached hereto as Exhibit O is a true and correct copy of the document  
23 evidencing the forfeiture of SIP’s charter. The document, which is bates numbered  
24 1925, was produced by the Fund in discovery.

25           20. Attached hereto as Exhibit P is a true and correct copy of the Declaration  
26 of Vincent King (“King”) filed in support of the Fund’s motion for preliminary  
27 injunction against Graybox LLC. [Doc. No. 16-7].  
28

1           21. Attached hereto as Exhibit Q are true and correct copies of October 22,  
2 2015 emails exchanged between Bergstein and Jam, including an attachment. The  
3 emails and attachment, which are bates numbered 520-524, were produced by Jam in  
4 discovery and introduced to him at his deposition.

5           22. Attached hereto as Exhibit R is a true and correct copy of a January 2,  
6 2018 Certification of Lack of Record for Pineboard Holdings Inc. The document was  
7 produced by Jam in discovery, designated by the Government as an exhibit at  
8 Bergstein's criminal trial, and introduced to Zarrinkelk at his deposition.

9           23. Attached hereto as Exhibit S is a true and correct copy of a demonstrative  
10 exhibit prepared and designated by the Government at Bergstein's criminal trial. The  
11 exhibit provides a summary to prove the contents of voluminous bank records  
12 evidencing activity in SIP's bank accounts. The Fund previously filed certain of these  
13 bank records in support of its motion for preliminary injunction against Graybox LLC.  
14 [See Doc. Nos. 16-7—27]. Jam and IA produced the demonstrative exhibit and all of  
15 the voluminous bank records—namely, Government exhibits GX 714, 715, and 734—  
16 in discovery. The Fund will make the voluminous records available to the Court upon  
17 further request or order.

18           24. Attached hereto as Exhibit T are true and correct copies of excerpts from  
19 the February 7, 2018 Transcript of Bergstein's criminal trial. The excerpts, which are  
20 bates numbered 17124, 17146-17150, 17162, 17169, 17179-17180, 17221-17122, and  
21 17226, were accessed through PACER and produced by the Fund in discovery.

22           25. Attached hereto as Exhibit U are true and correct copies of bank records  
23 for IA's Wells Fargo account ending in -1578. The Fund obtained the bank records  
24 pursuant to a subpoena issued to Wells Fargo, produced the records in discovery, and  
25 introduced the records to Zarrinkelk at his deposition and to Jam when he was  
26 deposed in his capacity as IA's corporate representative.

27           26. Attached hereto as Exhibit V is a true and correct copy of a document  
28 produced by IA in discovery which refers to transfers from SIP to IA. The document,

1 which is bates numbered 1756-1757, was introduced to Jam when he was deposed in  
2 his capacity as IA's corporate representative.

3 27. Attached hereto as Exhibit W are true and correct copies of excerpts from  
4 the February 28, 2018 Transcript of Bergstein's criminal trial. The excerpts, which  
5 are bates numbered 19756 and 19794, were accessed through PACER and produced  
6 by the Fund in discovery.

7 28. Attached hereto as Exhibit X is a true and correct copy of an October 9,  
8 2012 email from King to Jam and Bergstein, with several individuals copied. The  
9 email, which is bates numbered 8416-8417, was produced by Bergstein in discovery  
10 and introduced to Jam at his deposition.

11 29. Attached hereto as Exhibit Y is a true and correct copy of an October 9,  
12 2012 letter from the Fund to SIP. The letter, which is bates numbered 8418-8426, was  
13 produced by Bergstein in discovery and introduced to Jam at his deposition.

14 30. Attached hereto as Exhibit Z is a true and correct copy of various emails  
15 and attachments exchanged on November 16, 2012, including an email from King to  
16 Jam and Bergstein, with several individuals copied. The emails and attachments,  
17 which are bates numbered 204-208, were produced by Jam in discovery and  
18 introduced to him at his deposition.

19 31. Attached hereto as Exhibit AA is a true and correct copy of the complaint  
20 the Fund filed on February 8, 2013 against Class TT in the Supreme Court of New  
21 York, Index No. 650446/2013.

22 32. Attached hereto as Exhibit BB is a true and correct copy of the money  
23 judgment (the "SIP Judgment") entered against SIP on November 24, 2015 in the  
24 Supreme Court of New York, Index No. 650446/2013. The SIP Judgment was  
25 produced by the Fund in discovery and introduced to Jam at his deposition.

26 33. The total amount due and owing on the SIP Judgment is \$19,313,377.39,  
27 which has been calculated as follows: (i) the principal sum of \$17,693,900.27; (ii)  
28 interest to July 14, 2015 in the amount of \$4,777,353.00; (iii) interest from July 14,

1 2015 through November 24, 2015 at the *per diem* rate of \$4,362.88 in the total amount  
2 of \$580,263.04; (iv) other costs and disbursements as taxed by the clerk in the sum of  
3 \$455.00; (v) additional post-judgment interest calculated at a *per diem* rate of  
4 \$4,362.88 from November 24, 2015 through May 13, 2019<sup>2</sup> in the amount of  
5 \$5,523,406.08; and (vi) an offset of \$9,262,000 for amounts received in settlements.

6 34. Attached hereto as Exhibit CC is a true and correct copy of the  
7 indictment filed against Bergstein and Wellner in the United States District Court for  
8 the Southern District of New York. The document was accessed through PACER.

9 35. Attached hereto as Exhibit DD is a true and correct copy of the  
10 information filed against Albert Hallac in the United States District Court for the  
11 Southern District of New York, Case No. 1:15-cr-512-PKC. The document was  
12 accessed through PACER.

13 36. Attached hereto as Exhibit EE is a true and correct copy of Albert  
14 Hallac's July 30, 2015 sworn plea allocution made in proceedings before the United  
15 States District Court for the Southern District of New York, Case No. 08 CR  
16 8000(HBP). The allocution, which is bates numbered 20153-20188, was accessed  
17 through PACER and produced by the Fund in discovery.

18 37. Attached hereto as Exhibit FF is a true and correct copy of Wellner's  
19 December 18, 2017 sworn plea allocution made in connection with Bergstein's  
20 criminal trial. The allocution, which is bates numbered 20189-20215, was accessed  
21 through PACER and produced by the Fund in discovery.

22 38. Attached hereto as Exhibit GG are true and correct copies of the Minutes  
23 of Annual Meeting of Stockholders of Arius Libra, Inc. and the Minutes of Annual  
24 Meeting of Board of Directors of Arius Libra, Inc.

25 39. Attached hereto as Exhibit HH is a true and correct copy of the  
26 December 20, 2011 email from Jam to Bergstein and Wellner, including attachments.  
27

28 <sup>2</sup> May 13, 2019 is the hearing date for this motion.



1 The email and attachments, which are bates numbered 966-973, were produced by  
2 Jam in discovery and introduced to him at his deposition.

3 40. Attached hereto as Exhibit II are true and correct copies of the February  
4 20, 2018 transcript of Bergstein's criminal trial. The excerpts, which are bates  
5 numbered 18280, 18290-18291, 18353, 18356, 18380, 18383, 18386, 18390-18392,  
6 and 18410, were accessed through PACER and produced by the Fund in discovery.

7 41. Attached hereto as Exhibit JJ is a true and correct copy of the jury verdict  
8 sheet from Bergstein's criminal trial. The document was accessed through PACER.

9 42. Attached hereto as Exhibit KK is a true and correct copy of the March  
10 25, 2019 Transcript of the Deposition of Biedak.

11 43. Attached hereto as Exhibit LL are IA's corporate records. The records,  
12 which are bates numbered 77-78, 28, 6-24, 73-76, 29-31, 36, and 43, were produced  
13 by IA in discovery and introduced to Jam when he was deposed in his capacity as IA's  
14 corporate representative.

15 44. Attached hereto as Exhibit MM is a true and correct copy of a Wells  
16 Fargo Business Account Application for IA. The Fund obtained the application  
17 pursuant to a subpoena issued to Wells Fargo, produced the application in discovery,  
18 and introduced it to Zarrinkelk at his deposition.

19 45. Attached hereto as Exhibit NN is a true and correct copy of a November  
20 23, 2011 email from Jam to Ray Shahab ("Shahab"). The email, which is bates  
21 numbered 81, was produced by IA in discovery and introduced to Jam when he was  
22 deposed in his capacity as IA's corporate representative.

23 46. Attached hereto as Exhibit OO is a true and correct copy of a December  
24 8, 2011 email from Jam to Shahab, with Zarrinkelk copied. The email, which is bates  
25 numbered 498, was produced by Jam in discovery, designated by the Government as  
26 an exhibit in Bergstein's criminal trial, and introduced to Jam when he was deposed in  
27 his capacity as IA's corporate representative.  
28



1           47. Attached hereto as Exhibit PP is a true and correct copy of a March 6,  
2 2012 email from Bergstein to Jam. The email, which is bates numbered 2387, was  
3 produced by Jam in discovery, designated by the Government as an exhibit in  
4 Bergstein's criminal trial, and introduced to Jam when he was deposed in his capacity  
5 as IA's corporate representative.

6           48. Attached hereto as Exhibit QQ is a true and correct copy of a  
7 demonstrative exhibit introduced by the Government at Bergstein's criminal trial. The  
8 exhibit provides a summary to prove the contents of voluminous bank records  
9 evidencing activity in various bank accounts, including SIP's and IA's respective  
10 accounts. Jam and IA produced the demonstrative exhibit and the voluminous bank  
11 records—namely, Government exhibits GX 711, 715, and 734—in discovery. The  
12 Fund will make the voluminous records available to the Court upon further request or  
13 order.

14           49. Attached hereto as Exhibit RR is a true and correct copy of emails  
15 exchanged between Bergstein and Jam on March 13, 2012. The emails, which are  
16 bates numbered 697, was produced by Jam in discovery, designated by the  
17 Government as an exhibit in Bergstein's criminal trial, and introduced to Jam when he  
18 was deposed in his capacity as IA's corporate representative.

19           50. Attached hereto as Exhibit SS is a true and correct copy of a  
20 demonstrative exhibit introduced by the Government at Bergstein's criminal trial. The  
21 exhibit provides a summary to prove the contents of voluminous bank records  
22 evidencing activity in various bank accounts, including SIP's and IA's respective  
23 accounts. Jam and IA produced the demonstrative exhibit and the voluminous bank  
24 records—namely, Government exhibit GX 715—in discovery. The Fund will make  
25 the voluminous records available to the Court upon further order.

26           51. Attached hereto as Exhibit TT is a true and correct copy of a July 2, 2012  
27 email from Bergstein to Jam. The email, which is bates numbered 2615, was  
28 produced by Jam in discovery, designated by the Government as an exhibit in

1 Bergstein's criminal trial, and introduced to Jam when he was deposed in his capacity  
2 as IA's corporate representative.

3 52. Attached hereto as Exhibit UU is a true and correct copy of a September  
4 6, 2012 email from Steve Piskula to Maxine Winton, with Zarrinkelk and Jam copied.  
5 The email, which is bates numbered 106, was produced by IA in discovery, and  
6 introduced to Zarrinkelk at his deposition.

7 53. Attached hereto as Exhibit VV is a true and correct copy of a November  
8 23, 2011 email from Jam to Bergstein. The email, which is bates numbered 402, was  
9 produced by Jam in discovery, designated by the Government as an exhibit in  
10 Bergstein's criminal trial, and introduced to Jam when he was deposed in his capacity  
11 as IA's corporate representative.

12 54. Attached hereto as Exhibit WW are true and correct copies of various  
13 emails exchanged on April 13 and 14, 2012, including emails between Jam and  
14 Bergstein. The emails, which are bates numbered 908-09, were produced by Jam in  
15 discovery, designated by the Government as an exhibit in Bergstein's criminal trial,  
16 and introduced to Jam when he was deposed in his capacity as IA's corporate  
17 representative.

18 55. Attached hereto as Exhibit XX is a true and correct copy of a May 30,  
19 2012 email from Jam to Bergstein. The email, which is bates numbered 1032, was  
20 produced by Jam in discovery, designated by the Government as an exhibit in  
21 Bergstein's criminal trial, and introduced to Jam when he was deposed in his capacity  
22 as IA's corporate representative.

23 56. Attached hereto as Exhibit YY is a true and correct copy of a  
24 demonstrative exhibit introduced by the Government at Bergstein's criminal trial. The  
25 exhibit provides a summary to prove the contents of voluminous bank records  
26 evidencing activity in various bank accounts, including SIP's and IA's respective  
27 accounts. Jam and IA produced the demonstrative exhibit and the voluminous bank  
28

1 records—namely, Government exhibit GX 715—in discovery. The Fund will make  
2 the voluminous records available to the Court upon further request or order.

3 57. Attached hereto as Exhibit ZZ is a true and correct copy of a  
4 demonstrative exhibit introduced by the Government at Bergstein’s criminal trial. The  
5 exhibit provides a summary to prove the contents of voluminous bank records  
6 evidencing activity in various bank accounts, including SIP’s and IA’s respective  
7 accounts. Jam and IA produced the demonstrative exhibit and the voluminous bank  
8 records—namely, Government exhibit GX 734—in discovery. The Fund will make  
9 the voluminous records available to the Court upon further request or order.

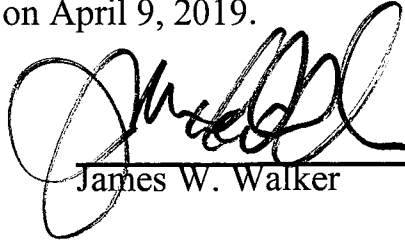
10 58. Attached hereto as Exhibit AAA is a true and correct copy of a  
11 demonstrative exhibit introduced by the Government at Bergstein’s criminal trial. The  
12 exhibit provides a summary to prove the contents of voluminous bank records  
13 evidencing activity in various bank accounts, including SIP’s and IA’s respective  
14 accounts. Jam and IA produced the demonstrative exhibit and the voluminous bank  
15 records—namely, Government exhibits GX 715 and 886—in discovery. The Fund  
16 will make the voluminous records available to the Court upon further request or order.

17 59. Attached hereto as Exhibit BBB is a true and correct copy of the June 20,  
18 2018 Sentencing Memorandum submitted by the United States of America in  
19 connection with Bergstein’s criminal trial. This document was accessed through  
20 PACER.

21 60. Attached hereto as Exhibit CCC is a true and correct copy of an excerpt  
22 from the June 27, 2018 transcript of the sentencing proceedings held in connection  
23 with Bergstein’s criminal trial. The excerpt was accessed through PACER.  
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1 I declare under penalty of perjury under the laws of the United States of  
2 America that the foregoing is true and correct.

3 Executed at Dallas, Texas, on April 9, 2019.

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5  
6   
James W. Walker